

ISSUE 3 APRIL 2009

# The Compliance Connection

Public Company. Compliant Company.



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## **Our Services Include:**

- Corporate Secretary Services
- SEDAR Filings
- EDGAR Filings
- SEDI Filings
- Compliance Consulting
- Shareholder Meetings
- Stock Exchange Applications

# **CanaGlobe Compliance Solutions Inc.**

CanaGlobe Compliance Solutions Inc. is a consulting firm focused on all aspects of corporate governance with an emphasis on electronic regulatory filings in both Canada and the United States. Brenda Davis and Suzanne Ferguson have a strong understanding of the need for good corporate governance and coupled with years of experience in the field are poised to meet the unique needs of each client.

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# Personal Information Forms (PIFS)

Both the TSX and the TSX Venture Exchange now offer electronic completion of PIFs (Form 2A) and Statutory Declarations (Form 2C1). Although the forms can be completed online, they cannot be submitted online. The electronic completion of these forms will be mandatory after July 2, 2009. Complete text of the bulletin can be found HERE.

# 20 Questions Directors and Audit Committees Should Ask About IFRS Conversions

With the Canadian transition to IFRS slated for 2011, The Canadian Institute of Chartered Accountants has published a document to help Directors understand the conversion process, their responsibilities as well as questions that they may want to ask of their management team. The document can be found HERE.

# TSX Publishes Staff Notice Regarding Securityholder Rights Plans

On April 20, 2009 the Toronto Stock Exchange ("TSX") published a staff notice providing guidance on "(i) amendments to securityholder rights plans after the announcement or commencement of a hostile take-over bid; and (ii) accounting for securities purchased under a normal course issuer bid which have not yet been settled and cancelled prior to a dividend or distribution record date." You can read the notice in its entirety HERE.

The TSX Venture Exchange will hold various seminars this year. Complete details of the seminars and dates can be found on their website or <u>THIS LINK</u> will take you directly there.



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# Venture Issuers - December 31 year end

Audited Statements	April 30, 2009
Q1	June 1, 2009
Q2	August 31,2009
Q3	November 30, 2009

# Non Venture Issuers - December 31 year end

Audited Statements	March 31, 2009
Q1	May 15, 2009
Q2	August 14, 2009
Q3	November 16, 2009

A complete table of filing deadlines for the various year ends is available on <u>our website</u>.

# Filing Fees Payable with Audited Financial Statements

The fees payable to securities commissions when filing audited financial statements will depend on where you are a reporting issuer. In addition, you must also pay two annual fees: the SEDAR continuous disclosure fee (\$495.00 + GST) and the SEDI user fee (\$1,100 + GST).

British Columbia	\$600	Ontario	*	Newfoundland	\$250
Alberta	\$300	Quebec	\$1000	New Brunswick	\$250
Saskatchewan	\$100	Nova Scotia	\$255	Others	None
Manitoba	\$100				

The fees noted above will differ if you are a 44-101 issuer. There are also addition fees if you are filing an Annual Information Form (AIF), please contact us for assistance in determining these fees.

\* Ontario fees are based on market cap and are calculated according to OSC Rule 13-502. The forms which will need to be completed and filed on SEDAR can be found <u>HERE</u> under "Reporting Issuer Forms".

### **Financial Certifications**

Under National Instrument 52-109, which came into effect on December 15, 2008, issuers will be required to utilize new forms of CEO and CFO certificates. To find the prescribed form of each certificate on the Alberta Securities Commission website click here.

### **TSX Request For Comments**

On April 3, 2009 the Toronto Stock Exchange ("TSX") issued for comment a proposed amendment to the TSX Company Manual. The amendment would "require security holder approval for the issuance of securities in payment of the purchase price for an acquisition of a public company which exceeds 50% of the number of issued and outstanding securities of the listed issuer which are outstanding on a non-diluted basis". Comments should be submitted in writing by Monday, May 4, 2009 and you can find the request <u>HERE</u>.

**REMINDER** — SEDI Filings – If you purchase any securities in the new Tax Free Savings Account remember that you will need to segregate those purchases just as you do when showing purchases in an RRSP, the ownership type is indirect and the account TFSA.